



DLA Piper Rudnick Gray Cary US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

RECORDATION NO. 26300-A FILED

JUN 15 '06

1-12 PM

SURFACE TRANSPORTATION BOARD

DAVID E. SINGER
david.singer@dlapiper.com
T 312.368.3497 F 312.630.2793

[DTE/SCH.1]

June 14, 2006

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of June 12, 2006 (the "Memorandum") between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to (i) that certain Master Railcar Lease, dated as of January 23, 2001, between DTE Coal Services, Inc. ("DTE"), as lessee, and The CIT Group/Equipment Financing, Inc., as lessor (the "Lease Agreement"), and Schedule No. 01 thereto, dated as of January 23, 2001, as extended (the "Schedule"), which was entered into between The CIT Group/Equipment Financing, Inc., as lessor, and DTE, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease". The Lease was assigned by DTE to The Detroit Edison Company. A Memorandum of Railcar Lease with respect to the Lease and certain other schedules relating to the Lease Agreement was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

The names and address of the parties to the enclosed Memorandum are:

Transferor:

The CIT Group/Equipment Financing, Inc.
505 Fifth Avenue
New York, NY 10017



Mr. Vernon A. Williams
June 14, 2006
Page 2

Transferee: Citicorp Railmark, Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of June 12, 2006, between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Railcar Lease, dated as of March 6, 2006, between The CIT Group/Equipment Financing, Inc., as Lessor, and The Detroit Edison Company, as Lessee, which was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

Sincerely,

DLA PIPER RUDNICK GRAY CARY US LLP

A handwritten signature in black ink, appearing to read "David E. Singer".

David E. Singer

Enclosures

JUN 15 '06

1-12 PM

SURFACE TRANSPORTATION BOARD

[DTE/SCH.1]

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 12 day of June, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 505 Fifth Avenue, New York, New York 10017 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor, New York, New York 10013 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of May 1, 2006 relating to the sale by Transferor to Transferee of 114 aluminum coal gondolas identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Master Railcar Lease, dated as of January 23, 2001, between DTE Coal Services, Inc. ("DTE"), as lessee, and Transferor, as lessor (the "Lease Agreement"), and Schedule No. 01 thereto, dated as of January 23, 2001, as extended (the "Schedule"), which was entered into between Transferor, as lessor, and DTE, as lessee. The Schedule and the Lease Agreement, as it relates to the Schedule, are collectively referred to as the "Lease". The Lease was assigned by DTE to The Detroit Edison Company.

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Railcar Lease with respect to the Lease and certain other schedules relating to the Lease Agreement was filed with the Surface Transportation Board on April 12, 2006 and assigned recordation number 26300.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Nancy A. Nardelle
Name: NANCY A. NARDELLA
Title: Vice President

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____
Name: _____
Title: _____

CITICORP RAILMARK, INC.

By: Thomas Paulicki
Name: THOMAS PAULICKI
Title: SENIOR VICE PRESIDENT

STATE OF New York)
COUNTY OF New York) SS:

On this 12 day of June 2006 before me personally appears Nancy A. Nardella to me personally known, who by me duly sworn, says that he/she is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Francis X. Nolan, III
Notary Public, State of New York
No. 02N05026790
Qualified in New York County
Commission Expires June 5, 2010



Notary Public

[SEAL]

My Commission expires:

STATE OF _____)
COUNTY OF _____) SS:

On this _____ day of _____, 2006 before me personally appears _____, to me personally known, who by me duly sworn, says that he is the _____ of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ day of _____, 2006 before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

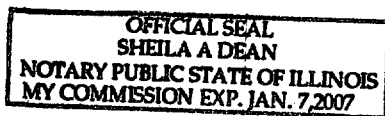
[SEAL]

My Commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 9th day of JUNE, 2006 before me personally appears THOMAS PAWLICKI, to me personally known, who by me duly sworn, says that he is the SENIOR V.P. of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Sheila A. Dean
Notary Public

[SEAL]

My Commission expires: January 7, 2007

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE

EQUIPMENT

One hundred fourteen (114) aluminum coal gondola railcars bearing the following road marks and numbers:

Mark	Number	Mark	Number	Mark	Number
CEFX	40015	CEFX	40961	CEFX	41011
CEFX	40054	CEFX	40962	CEFX	41012
CEFX	40057	CEFX	40964	CEFX	41013
CEFX	40081	CEFX	40965	CEFX	41014
CEFX	40094	CEFX	40966	CEFX	41015
CEFX	40920	CEFX	40967	CEFX	41016
CEFX	40921	CEFX	40968	CEFX	41017
CEFX	40922	CEFX	40969	CEFX	41018
CEFX	40923	CEFX	40970	CEFX	41019
CEFX	40927	CEFX	40971	CEFX	41020
CEFX	40930	CEFX	40972	CEFX	41021
CEFX	40932	CEFX	40973	CEFX	41022
CEFX	40933	CEFX	40974	CEFX	41023
CEFX	40934	CEFX	40975	CEFX	41024
CEFX	40935	CEFX	40976	CEFX	41025
CEFX	40937	CEFX	40977	CEFX	41026
CEFX	40938	CEFX	40979	CEFX	41027
CEFX	40939	CEFX	40980	CEFX	41028
CEFX	40940	CEFX	40981	CEFX	41029
CEFX	40941	CEFX	40983	CEFX	41032
CEFX	40942	CEFX	40984	CEFX	41033
CEFX	40943	CEFX	40985	CEFX	41034
CEFX	40944	CEFX	40986	CEFX	41035
CEFX	40945	CEFX	40987	CEFX	41037
CEFX	40946	CEFX	40995	CEFX	41039
CEFX	40947	CEFX	40996	CEFX	41040
CEFX	40948	CEFX	40997	CEFX	41041
CEFX	40949	CEFX	40998	CEFX	41042
CEFX	40950	CEFX	40999	CEFX	41043
CEFX	40951	CEFX	41000	CEFX	41044
CEFX	40952	CEFX	41002	CEFX	41045
CEFX	40953	CEFX	41003	CEFX	41046
CEFX	40954	CEFX	41004	CEFX	41047
CEFX	40955	CEFX	41005	CEFX	41048
CEFX	40956	CEFX	41006	CEFX	41049
CEFX	40958	CEFX	41008	CEFX	41050
CEFX	40959	CEFX	41009	CEFX	41053
CEFX	40960	CEFX	41010	CEFX	41054